



Everyday Possibilities

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April 17, 2012

PRIVATE AND CONFIDENTIAL

Delivered by email: mayor@sarnia.ca

Mayor Mike Bradley
Mayor's Office
The Corporation of the City of Sarnia
255 N. Christina Street
Sarnia, ON N7T 7N2

Dear Mayor Bradley:

Re: Contribution to Municipality

As you are aware, the racetrack municipality contribution agreement (the “**Contribution Agreement**”) made as of November 11, 1999 between us (formerly known as Ontario Lottery Corporation) and The Corporation of the City of Sarnia (the “**Municipality**”) will terminate on April 30, 2012 as a consequence of the termination of the Prescribed Lottery Scheme (as such term is defined in the Contribution Agreement).

To assist with transition costs related to termination of the Contribution Agreement, and further to our discussions, we will make a final contribution payment to the Municipality in the aggregate amount of \$1,509,000 (the “**Contribution**”).

Commencing on April 1, 2012 and continuing up to and including March 31, 2013, the Contribution will be paid by us to the Municipality in 4 equal installments of \$377,250. Each such installment will be paid on or about the 20th day of the month following the quarters ending June 30, 2012, September 30, 2012, December 31, 2012 and March 31, 2013 to your Canadian Imperial Bank of Commerce bank account, Transit # 04382, Account #8113211, pursuant to the Contribution Agreement. Notwithstanding the foregoing, we will have the right, in our sole discretion, to prepay the full amount of the Contribution at any time or from time to time without notice.



Upon full payment by us to the Municipality of the Contribution, we will have no further obligation or liability to the Municipality whatsoever.

If the foregoing is acceptable to the Municipality, please sign below where indicated and return a duplicate of this letter to Mr. Tony Ferrara, Senior Legal Counsel at 4120 Yonge Street, Suite 500, Toronto ON, M2P 2B8 with an additional copy by facsimile to Mr. Ferrara's attention at 416-224-7003.

Sincerely,

Ontario Lottery and Gaming Corporation

By:

A handwritten signature in dark ink, appearing to read 'P. Dhindsa', written over a light blue horizontal line.

Preet S. Dhindsa
Executive Vice President
Chief Administrative Officer and Chief Financial Officer

ACKNOWLEDGED and AGREED to by the Municipality as of the date first written above.

THE CORPORATION OF THE CITY OF SARNIA

Per: _____